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Tarrant County Texas

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D211015418*Mary Louise Garrison*

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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT AND EXTENSION OF OIL AND GAS LEASE

THE STATE OF TEXAS § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TARRANT §

WHEREAS, on **January 17th, 2008**, an Oil and Gas Lease was entered into by and between **Eleanor Catherine Thompson Trust, also known as Eleanor Thompson Trust**, as Lessor(s), whose address is listed as 2805 Fox Hill Dr., Arlington, Texas 76015 and **Dale Property Services, LLC**, as Lessee, whose address is 2100 Ross Avenue, Suite 1870, LB-9, Dallas, Texas 75201; which is recorded in the Official Public Records of Tarrant County, Texas as **D208117105**; and,

WHEREAS, the property is described as follows:

0.396 acres of land, more or less, being Blk 1 Lot 3, Fox Hill Addition, an addition to the City of Arlington, Tarrant County, Texas, being more particularly described by that certain Plat recorded in Volume 388-62, Page 49, Plat records of Tarrant County, Texas.; and,

WHEREAS, all of the rights, title and interest in said Lease were ultimately assigned to and acquired by **Chesapeake Exploration, LLC**, whose address is 6100 N Western Ave, Oklahoma City, Oklahoma 73118 ("Lessee"); and,

WHEREAS, **Total E&P USA, Inc.**, whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and,

WHEREAS, the Lessor(s), **Chesapeake Exploration, L.L.C.** and **Total E&P USA, Inc.**, their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below; and,

The Lease states that the Lessor(s) is as follows:

Eleanor Catherine Thompson Trust, also known as Eleanor Thompson Trust

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The LESSOR IDENTIFICATION within the said Oil and Gas Lease filed in the Official Public Records of Tarrant County, Texas as referenced above is deleted in its entirety and substituted with the following Lessor Identification:

Eleanor Catherine Thompson

WHEREAS, Lessor and Lessee now desire to amend the Lease and extend the primary term of the Lease by an additional eighteen (18) months as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease to read as follows:

"The primary term shall extend to July 17, 2012 and for as long thereafter as oil, gas or other minerals covered hereby are producing in paying quantities from the leased premises, or from land pooled there with, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

The undersigned hereby further declares that the Lease in all of its terms and provisions, is a valid and subsisting oil and gas lease, and declares that the terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 16th day of January, 2011, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor(s) herein.

Lessor(s):

By: Eleanor C. Thompson
Eleanor Catherine Thompson

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____

Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

By: _____

Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENT

STATE OF TEXAS §

COUNTY OF TARRANT §

This foregoing instrument was acknowledged before me on the 16TH day of JANUARY 2011, by Eleanor Catherine Thompson.



Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2011, by Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel, on behalf of CHESAPEAKE EXPLORATION, L.L.C.

Notary Public in and for The State of _____

STATE OF _____ §
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____ day of _____, 2011, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____